

FIRST BANCSHARES INC /MS/
Form SC 13G
January 09, 2017

**SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549**

**SCHEDULE
13G**

Under the
Securities
Exchange Act of
1934
(Amendment No.
)*

The First
Bancshares, Inc.
(Name of Issuer)

Common Stock,
par value \$1.00
per share
(Title of Class of
Securities)

318916103
(CUSIP Number)

December 29,
2016
(Date of event
which requires
filing of this
statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule 13G is

filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 10
Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAMES OF
REPORTING
PERSONS

1 I.R.S.
IDENTIFICATION
NO. OF ABOVE
PERSONS
(ENTITIES ONLY)

Stieven Financial
Investors, L.P.

2 CHECK THE
APPROPRIATE ..
BOX IF A ^(a)
MEMBER (b) x
OF A
GROUP

3 SEC USE ONLY
CITIZENSHIP OR
PLACE OF
4 ORGANIZATION

Delaware
SOLE
VOTING
5 POWER

-0-
SHARED
VOTING
POWER

6 NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH
7

379,918 shares
of Common
Stock
SOLE
DISPOSITIVE
POWER

8 -0-
SHARED
DISPOSITIVE
POWER

379,918 shares
of Common
Stock

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

379,918 shares of
Common Stock
CHECK BOX IF
THE
10 AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED
BY AMOUNT IN
ROW (9)

4.23%
TYPE OF
REPORTING
12 PERSON

PN

	NAMES OF REPORTING PERSONS
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
1	
	Stieven Financial Offshore Investors, Ltd.
	CHECK THE APPROPRIATE .. BOX IF A (a) .. MEMBER (b) x OF A GROUP
2	
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	
	Cayman Islands
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
5	
	-0-
	SHARED VOTING POWER
6	
	81,475 shares of Common Stock
	SOLE DISPOSITIVE POWER
7	
	-0-
8	SHARED DISPOSITIVE POWER
	81,475 shares of Common

9 Stock
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

10 81,475 shares of
Common Stock
CHECK BOX IF
THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED
11 BY AMOUNT IN
ROW (9)

12 0.91%
TYPE OF
REPORTING
PERSON

OO

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NAMES OF
REPORTING
PERSONS

1 I.R.S.
IDENTIFICATION
NO. OF ABOVE
PERSONS
(ENTITIES ONLY)

Stieven Capital
Advisors, L.P.

2 CHECK THE
APPROPRIATE ..
BOX IF A ^(a)
MEMBER ^(b) x
OF A

3 GROUP
SEC USE ONLY
CITIZENSHIP OR
4 PLACE OF
ORGANIZATION

Delaware
SOLE
VOTING
5 POWER

-0-
SHARED
VOTING
POWER

6 NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH **7**

461,393 shares
of Common
Stock
SOLE
DISPOSITIVE
POWER

-0-
SHARED
DISPOSITIVE
POWER

8
461,393 shares
of Common
Stock

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

461,393 shares of
Common Stock
CHECK BOX IF
THE
10 AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED
BY AMOUNT IN
ROW (9)

5.13%
TYPE OF
REPORTING
12 PERSON

IA, PN

NAMES OF
REPORTING
PERSONS

1 I.R.S.
IDENTIFICATION
NO. OF ABOVE
PERSONS
(ENTITIES ONLY)

2 Joseph A. Stieven
CHECK THE
APPROPRIATE ..
BOX IF A ^(a)
MEMBER (b) x
OF A
GROUP

3 SEC USE ONLY
CITIZENSHIP OR
PLACE OF
4 ORGANIZATION

United States
SOLE
VOTING
5 POWER

-0-
SHARED
VOTING
POWER

6 NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH
7 SOLE
DISPOSITIVE
POWER

-0-
SHARED
DISPOSITIVE
POWER

8 461,393 shares
of Common
Stock

9

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

461,393 shares of
Common Stock
CHECK BOX IF
THE

10

AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW (9)

11

5.13%
TYPE OF
REPORTING
PERSON

12

IN

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Item 1(a). NAME OF ISSUER:

The name of the issuer is The First Bancshares, Inc. (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Company's principal executive offices are located at 6480 U.S. Highway 98 West, Suite A, Hattiesburg, Mississippi 39402.

Item 2(a). NAME OF PERSON FILING:

This statement is filed by:

- (i) Stieven Financial Investors, L.P., a Delaware limited partnership ("SFI"), with respect to the shares of Common Stock (as defined in Item 2(d) below) held by it;
- (ii) Stieven Financial Offshore Investors, Ltd., a Cayman Islands exempted company ("SFOI"), with respect to the shares of Common Stock held by it;
- (iii) Stieven Capital Advisors, L.P., a Delaware limited partnership ("SCA"), which serves as the investment manager to SFI and SFOI, with respect to the shares of Common Stock held by SFI and SFOI; and
- (iv) Joseph A. Stieven ("Mr. Stieven"), Chief Executive Officer of SCA, with respect to the shares of Common Stock held by SFI and SFOI.

The foregoing persons are hereinafter collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Stieven Capital GP, LLC, a Delaware limited liability company ("SFIGP"), is the general partner of SFI. Stieven Capital Advisors GP, LLC, a Delaware limited liability company ("SCAGP"), is the general partner of SCA. Mr. Stieven is managing member of SFIGP and SCAGP.

The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the Common Stock reported herein.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the business office of each of the Reporting Persons is 12412 Powerscourt Drive, Suite 250, St. Louis, Missouri 63131.

Item 2(c). CITIZENSHIP:

SFI and SCA are limited partnerships organized under the laws of the State of Delaware. SFOI is a Cayman Islands exempted company. Mr. Stieven is a citizen of the United States.

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Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$1.00 per share (the "Common Stock")

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (h) "
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: _____

Item 4. OWNERSHIP.

The figures used to calculate beneficial ownership are calculated based upon a total of 8,991,397 shares of Common Stock issued and outstanding, which is the sum of: (i) the 5,428,017 shares of Common Stock issued and outstanding as of November 17, 2016, the record date for the Company's December 29, 2016 Special Meeting of shareholders and (ii) the 3,563,380 shares of Common Stock issued following the affirmative vote of shareholders on December 29, 2016 to convert all issued and outstanding shares of Mandatorily Convertible Non-Cumulative Non-Voting Perpetual Preferred Stock, Series E to an equivalent number of shares of Common Stock, all as reflected in the Current Report on Form 8-K filed by the Company on December 30, 2016.

The information required by Items 4(a)-(c) is set forth in rows 5-11 for each Reporting Person hereto and is incorporated herein by reference for each Reporting Person.

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Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

Item 10. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

By signing below the Reporting Person certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: January 9, 2017

STIEVEN
FINANCIAL
INVESTORS, L.P.

By: Stieven
Capital
GP, LLC
its
general
partner

/s/ Joseph A.
Stieven
Name: Joseph A.
Stieven
Title: Managing
Member

STIEVEN
FINANCIAL
OFFSHORE
INVESTORS, LTD.

/s/ Christine
Fletcher
Name: Christine
Fletcher
Title: Director

STIEVEN CAPITAL
ADVISORS, L.P.

By: Stieven
Capital
Advisors
GP, LLC
its
general
partner

/s/ Joseph A.
Stieven
Name: Joseph A.
Stieven
Title: Managing
Member

JOSEPH A.
STIEVEN

/s/ Joseph A.
Stieven
JOSEPH A.
STIEVEN,
individually

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EXHIBIT 1

JOINT FILING AGREEMENT
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: January 9, 2017

STIEVEN
FINANCIAL
INVESTORS, L.P.

By: Stieven
Capital
GP, LLC
its
general
partner

/s/ Joseph A.
Stieven
Name: Joseph A.
Stieven
Title: Managing
Member

STIEVEN
FINANCIAL
OFFSHORE
INVESTORS, LTD.

/s/ Christine
Fletcher
Name: Christine
Fletcher
Title: Director

STIEVEN CAPITAL
ADVISORS, L.P.

By:

Stieven
Capital
Advisors
GP, LLC
its
general
partner

/s/ Joseph A.
Stieven
Name: Joseph A.
Stieven
Title: Managing
Member

JOSEPH A.
STIEVEN

/s/ Joseph A.
Stieven
JOSEPH A.
STIEVEN,
individually